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December 28, 2009

RECORDATION NO. 28178 FILED

DEC 28 '09 -9 00 AM

Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423

SURFACE TRANSPORTATION BOARD

Contract C-7489

Dear Section Chief,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease, dated as of December 18, 2009, a primary document as defined in the Board's Rules for the Recordation of Documents.

The name and address of the party to the enclosed document are:

Lessor American Railcar Leasing LLC
620 North Second Street
St. Charles, Missouri 63301

[Lessee: Thiele Kaolin Company
P.O. Box 1056
520 Kaolin Road
Sandersville, GA 31082]

A description of the railroad equipment covered by the enclosed document
is:

99 railcars: SHPX 203088 - SHPX 203187.

A short summary of the document to appear in the index is:

Memorandum of Lease.

Also enclosed is a check in the amount of \$41.00 payable to the order of
the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the
undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Alvord', with a long horizontal stroke extending to the right.

Robert W. Alvord

RWA/sem
Enclosures

MEMORANDUM OF LEASE

This Memorandum of Lease is prepared and filed by American Railcar Leasing LLC, a Delaware limited liability company, on behalf of (i) itself as lessor and/or as assignee of ACF Industries, Incorporated, ACF Industries LLC, American Railcar Industries, Inc., and/or ACF Acceptance LLC as the sole member of various ACF Acceptance entities, and/or (ii) as manager for one or more of the following affiliated lessors: ARI First LLC, ARI Second LLC, ARI Third LLC, ARL II Funding LLC and Shippers Third LLC, all with respect to Thiele Kaolin Company, a Georgia Corporation ("Lessee").

American Railcar Leasing LLC (as assignor or lessor, herein, "Lessor") and Lessee have entered into that certain Master Service Contract as identified on Schedule A (as amended, changed, assigned, modified and supplemented from time to time, together with any schedules and exhibits thereto, the "Lease"), pursuant to which Lessee leased the railcars listed on Schedule A attached hereto from Lessor on the terms and conditions set forth therein, and from time to time may lease other railcars bearing the reporting marks SHPX and/or ACFX.

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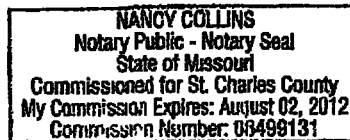
This Memorandum of Lease is prepared for registration purposes and is not intended to amend the terms and conditions of the Lease.

AMERICAN RAILCAR LEASING LLC

By: *Umesh Choksi*
Name: Umesh Choksi
Title: CFO & Treasurer

STATE OF MISSOURI)
) ss.:
COUNTY OF ST. CHARLES)

On this 18th day of Dec, 2009, before me, personally appeared Umesh Choksi, to me personally known, who being by me duly sworn, says that he resides at St. Louis County, Missouri and is the CFO & Treasurer of American Railcar Leasing LLC, that said instrument was signed on the date hereof on behalf of said company by authority of its governing body; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said company.



Nancy Collins
Notary Public
My commission expires on 8/2/2012

Schedule A

Equipment

Thiele Kaolin Company

Contract C-7489 dated 4/30/08

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
	Tank	SHPX	203088
	Tank	SHPX	203089
	Tank	SHPX	203090
	Tank	SHPX	203091
	Tank	SHPX	203092
	Tank	SHPX	203093
	Tank	SHPX	203094
	Tank	SHPX	203095
	Tank	SHPX	203096
	Tank	SHPX	203097
	Tank	SHPX	203098
	Tank	SHPX	203099
	Tank	SHPX	203100
	Tank	SHPX	203101
	Tank	SHPX	203102
	Tank	SHPX	203103
	Tank	SHPX	203104
	Tank	SHPX	203105
	Tank	SHPX	203106
	Tank	SHPX	203107
	Tank	SHPX	203108
	Tank	SHPX	203109
	Tank	SHPX	203110
	Tank	SHPX	203111
	Tank	SHPX	203112
	Tank	SHPX	203113
	Tank	SHPX	203114
	Tank	SHPX	203115
	Tank	SHPX	203116
	Tank	SHPX	203117
	Tank	SHPX	203118
	Tank	SHPX	203119
	Tank	SHPX	203120
	Tank	SHPX	203121

Schedule A

Equipment

Thiele Kaolin Company

Contract C-7489

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
	Tank	SHPX	203122
	Tank	SHPX	203123
	Tank	SHPX	203124
	Tank	SHPX	203125
	Tank	SHPX	203126
	Tank	SHPX	203127
	Tank	SHPX	203128
	Tank	SHPX	203129
	Tank	SHPX	203130
	Tank	SHPX	203131
	Tank	SHPX	203132
	Tank	SHPX	203133
	Tank	SHPX	203134
	Tank	SHPX	203135
	Tank	SHPX	203136
	Tank	SHPX	203137
	Tank	SHPX	203138
	Tank	SHPX	203139
	Tank	SHPX	203140
	Tank	SHPX	203141
	Tank	SHPX	203142
	Tank	SHPX	203143
	Tank	SHPX	203144
	Tank	SHPX	203145
	Tank	SHPX	203146
	Tank	SHPX	203147
	Tank	SHPX	203148
	Tank	SHPX	203149
	Tank	SHPX	203150
	Tank	SHPX	203151
	Tank	SHPX	203152
	Tank	SHPX	203153
	Tank	SHPX	203154
	Tank	SHPX	203155

Schedule A

Equipment

Thiele Kaolin Company

Contract C-7489

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
	Tank	SHPX	203156
	Tank	SHPX	203157
	Tank	SHPX	203158
	Tank	SHPX	203159
	Tank	SHPX	203160
	Tank	SHPX	203161
	Tank	SHPX	203162
	Tank	SHPX	203163
	Tank	SHPX	203164
	Tank	SHPX	203165
	Tank	SHPX	203166
	Tank	SHPX	203167
	Tank	SHPX	203168
	Tank	SHPX	203169
	Tank	SHPX	203171
	Tank	SHPX	203172
	Tank	SHPX	203173
	Tank	SHPX	203174
	Tank	SHPX	203175
	Tank	SHPX	203176
	Tank	SHPX	203177
	Tank	SHPX	203178
	Tank	SHPX	203179
	Tank	SHPX	203180
	Tank	SHPX	203181
	Tank	SHPX	203182
	Tank	SHPX	203183
	Tank	SHPX	203184
	Tank	SHPX	203185
	Tank	SHPX	203186
	Tank	SHPX	203187

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated

12/28/09



Robert W Alvord